

## Registre de Commerce et des Sociétés

Numéro RCS : B71609

Référence de dépôt : L160166339

Déposé et enregistré le 31/08/2016

RCSL Nr. : B71609

Matricule : 1999 2411 514

## ABRIDGED BALANCE SHEET

Financial year from <sup>01</sup> 01/01/2015 to <sup>02</sup> 31/12/2015 (in <sup>03</sup> EUR )

RB Holdings (Luxembourg) S.à r.l.

1, rue de la Poudrerie

L-3364 LEUDELANGE

## ASSETS

	Reference(s)	Current year	Previous year
<b>A. Subscribed capital unpaid</b>	1101 _____	101 _____	102 _____
I. Subscribed capital not called	1103 _____	103 _____	104 _____
II. Subscribed capital called but unpaid	1105 _____	105 _____	106 _____
<b>B. Formation expenses</b>	1107 _____	107 _____	108 _____
<b>C. Fixed assets</b>	1109 _____	109 <u>14.577.023.258,00</u>	110 <u>14.577.023.258,00</u>
I. Intangible fixed assets	1111 _____	111 _____	112 _____
II. Tangible fixed assets	1125 _____	125 _____	126 _____
III. Financial fixed assets	1135 _____	135 <u>14.577.023.258,00</u>	136 <u>14.577.023.258,00</u>
<b>D. Current assets</b>	1151 _____	151 <u>490.533,00</u>	152 <u>319.560,00</u>
I. Inventories	1153 _____	153 _____	154 _____
II. Debtors	1163 _____	163 <u>456.855,00</u>	164 <u>300.686,00</u>
a) becoming due and payable within one year	1203 _____	203 <u>447.667,00</u>	204 <u>300.686,00</u>
b) becoming due and payable after more than one year	1205 _____	205 <u>9.188,00</u>	206 _____
III. Transferable securities and other financial instruments	1189 _____	189 _____	190 _____
IV. Cash at bank, cash in postal cheque accounts, cheques and cash in hand	1197 _____	197 <u>33.678,00</u>	198 <u>18.874,00</u>
<b>E. Prepayments</b>	1199 _____	199 _____	200 _____
<b>TOTAL (ASSETS)</b>		201 <u>14.577.513.791,00</u>	202 <u>14.577.342.818,00</u>

The notes in the annex form an integral part of the annual accounts

RCSL Nr. : B71609

Matricule : 1999 2411 514

**LIABILITIES**

	Reference(s)	Current year	Previous year
<b>A. Capital and reserves</b>			
	1301 _____	301 <u>14.577.200.767,00</u>	302 <u>14.577.244.941,00</u>
I. Subscribed capital	1303 _____	303 <u>1.004.665.410,00</u>	304 <u>1.004.665.410,00</u>
II. Share premium and similar premiums	1305 _____	305 <u>6.439.863.246,00</u>	306 <u>6.439.863.246,00</u>
III. Revaluation reserves	1307 _____	307 _____	308 _____
IV. Reserves	1309 _____	309 <u>100.466.541,00</u>	310 <u>100.466.541,00</u>
V. Profit or loss brought forward	1319 _____	319 <u>7.032.249.744,00</u>	320 <u>7.032.271.060,00</u>
VI. Profit or loss for the financial year	1321 _____	321 <u>-44.174,00</u>	322 <u>-21.316,00</u>
VII. Interim dividends	1323 _____	323 _____	324 _____
VIII. Capital investment subsidies	1325 _____	325 _____	326 _____
IX. Temporarily not taxable capital gains	1327 _____	327 _____	328 _____
<b>B. Subordinated debts</b>	1329 _____	329 _____	330 _____
a) becoming due and payable within one year	1425 _____	425 _____	426 _____
b) becoming due and payable after more than one year	1427 _____	427 _____	428 _____
<b>C. Provisions</b>	1331 _____	331 <u>1.845,00</u>	332 <u>3.295,00</u>
<b>D. Non subordinated debts</b>	1339 _____	339 <u>311.179,00</u>	340 <u>94.582,00</u>
a) becoming due and payable within one year	1407 _____	407 <u>311.179,00</u>	408 <u>94.582,00</u>
b) becoming due and payable after more than one year	1409 _____	409 _____	410 _____
<b>E. Deferred income</b>	1403 _____	403 _____	404 _____
<b>TOTAL (LIABILITIES)</b>		405 <u>14.577.513.791,00</u>	406 <u>14.577.342.818,00</u>

Registre de Commerce et des Sociétés

Numéro RCS : B71609

Référence de dépôt : L160166339

Déposé le 31/08/2016

**RB HOLDINGS (LUXEMBOURG) S.à R.L.**

**Address: 1 rue de la Poudrerie**

**L - 3364 Leudelange**

**R.C. Luxembourg B-71.609**

**Notes to the Balance Sheet as at December 31st, 2015**

The accompanying notes are an integral part of these annual accounts

**Note 1. GENERAL INFORMATION**

RB Holdings (Luxembourg) S.à R.L was incorporated in the form of a private limited liability company on August 27th, 1999 for an unlimited period and is registered with the Luxembourg Register of Commerce and Companies under n° B-71.609. The registered office of the Company is established in Leudelange, Luxembourg.

The financial year of the Company runs from January 1st up to December 31st of each year.

The Company may carry out all transactions pertaining directly or indirectly to the acquiring of participating interests in any enterprises in whatever form, as well as all transactions pertaining directly and indirectly to the administration, management, control and development of these participating interests.

In particular, the Company may use its funds for the establishment, management, development and disposal of a portfolio consisting of any securities and patents of whatever origin, and participate in the creation, development and control of any enterprise, the acquisition by way of investment subscription, underwriting or option of securities and patents, to realise them by way of sale transfer, exchange or otherwise develop such securities and patents, grant to companies in which the Company has a participating interest or to third parties any support, loans, advances or guarantees.

The Company may furthermore carry out any commercial, industrial or financial operations, any transactions in respect of real estate or moveable property, which the Company may deem useful to the accomplishment of its purpose.

The Company does not keep consolidated accounts through application of the article 314 of the commercial law of August 10th, 1915, modified by the law of July 11th, 1988. The Company is part of Reckitt Benckiser Group plc group which address is 103-105 Bath Road, Slough, Berkshire, SL1 3UH, UK.

**Note 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The annual accounts have been prepared in accordance with the Luxembourg legal and regulatory requirements under the historical cost convention and the generally accepted accounting practices.

**Note 2.1 FINANCIAL FIXED ASSETS**

Shares in affiliated undertakings and participating interests held as fixed assets are valued at historical cost including the expenses incidental thereto.

In the case of durable depreciation in value according to the opinion of the Board of Managers, value adjustments are made in respect of fixed assets, so that they are valued at the lower figure to be attributed to them at the balance sheet date. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

**Note 2.2 FOREIGN CURRENCY TRANSLATION**

Long-term assets expressed in currencies other than EUR are translated into EUR at the exchange rate effective at the time of the transaction. At the balance sheet date, these items remains translated at historical exchange rate.

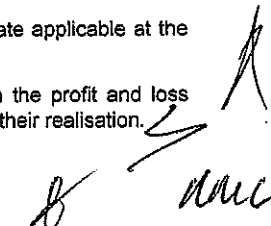
Cash at bank is translated at the exchange rate effective at the balance sheet date. Exchange losses and gains are recorded in the profit and loss account of the year.

All other assets expressed in a currency other than EUR are converted individually at the lower of the historical value or the value determined on the basis of the exchange rate applicable as at the year-end.

All liabilities expressed in a currency other than EUR, are valued individually at the higher of the historical value or the value determined on the basis of the exchange rate applicable as at the year-end.

Income and expenses expressed in currencies other than EUR are converted at the exchange rate applicable at the date of the transactions or at the average rate of the previous month.

Consequently, only realised exchange gains and all exchange losses are taken into account in the profit and loss account. The realised exchange gains are recorded in the profit and loss account at the moment of their realisation.

Handwritten signature and initials in the bottom right corner of the page.

**RB HOLDINGS (LUXEMBOURG) S.à R.L.**  
**Address: 1 rue de la Poudrerie**  
**L - 3364 Leudelange**  
**R.C. Luxembourg B-71.609**

**Notes to the Balance Sheet as at December 31st, 2015 - Continued**  
The accompanying notes are an integral part of these annual accounts

**Note 3. FINANCIAL FIXED ASSETS**

During the financial year, the movements on participations were as follows:

	<b>Shares 2015 EUR</b>	<b>Shares 2014 EUR</b>
<i>Participations in affiliated companies</i>		
Winchester Square Holdings Sàrl (Luxembourg)	6 206 849 185	6 206 849 185
Reckitt Benckiser Luxembourg (No.2) Limited (United Kingdom)	8 370 174 073	8 370 174 073
<i>Gross book value at beginning of the year:</i>	<u>14 577 023 258</u>	<u>14 577 023 258</u>
<i>Additions during the year</i>	-	-
<i>Disposals during the year</i>	-	-
<i>Transfers during the year</i>	-	-
<i>Gross book value at the end of the year</i>	<u>14 577 023 258</u>	<u>14 577 023 258</u>
<i>Accumulated value adjustment at the beginning of the year</i>	-	-
Allocations for the year	-	-
Reversals for the year	-	-
Transfers for the year	-	-
<i>Accumulated value adjustment at the end of the year</i>	<u>-</u>	<u>-</u>
<i>Participations held at end of the year:</i>		
Winchester Square Holdings Sàrl (Luxembourg)	6 206 849 185	6 206 849 185
Reckitt Benckiser Luxembourg (No.2) Limited (United Kingdom)	8 370 174 073	8 370 174 073
	<u>14 577 023 258</u>	<u>14 577 023 258</u>

Participations in which the Company holds at least 20% in their share capital are as follows:

<b>Name and registered office</b>	<b>Net equity</b>	<b>Last balance sheet date</b>	<b>%</b>	<b>Result of the year</b>
Winchester Square Holdings Sàrl (Luxembourg)	7 408 569 113 EUR	Dec 31st, 2015	100%	(40247,77) EUR
Reckitt Benckiser Luxembourg (No.2) Limited (United Kingdom)	Not Available	Dec 31st, 2015	100%	Not Available

Handwritten signature and initials, likely representing the authorized signatory of the company.

**RB HOLDINGS (LUXEMBOURG) S.à R.L.**  
**Address: 1 rue de la Poudrerie**  
**L - 3364 Leudelange**  
**R.C. Luxembourg B-71.609**

**Notes to the Balance Sheet as at December 31st, 2015 - Continued**

The accompanying notes are an integral part of these annual accounts

**Note 4. SUBSCRIBED CAPITAL**

The subscribed capital amounts to EUR 1,004,665,410, and is divided into 66,977,694 ordinary shares, fully paid with a nominal value of EUR 15.

On December 31, 2015, the share capital of the Company was amended to amalgamate the class A shares and class B shares into a single class of shares.

The authorised capital amounts to EUR 1,004,665,410.

The movements on the "Subscribed Capital" item during the year are as follows:

	2015 EUR	Number of ordinary shares	Number of A shares	Number of B shares	Total number of shares
Subscribed Capital - Opening Balance	1 004 665 410	-	63 263 150	3 714 544	66 977 694
Subscriptions for the year	-	66 977 694			66 977 694
Redemptions for the year	-	-	(63 263 150)	(3 714 544)	(66 977 694)
<b>Subscribed Capital - Closing Balance</b>	<b>1 004 665 410</b>	<b>66 977 694</b>	<b>-</b>	<b>-</b>	<b>66 977 694</b>

**Note 5. SHARE PREMIUMS AND SIMILAR PREMIUMS**

The movements on the "Share Premium and Similar Premiums" account during the year are as follows:

	Share premium 2015 EUR	Other premiums 2015 EUR
Share Premium and Similar Premiums - Opening Balance	6 439 863 246	-
Movements for the year	-	-
<b>Share Premium and Similar Premiums - Closing Balance</b>	<b>6 439 863 246</b>	<b>-</b>

**Note 6. LEGAL RESERVE**

Luxembourg companies are required to appropriate to a legal reserve a minimum of 5% of the annual net income, after deducting any losses brought forward, until this reserve equals 10% of the subscribed capital. The legal reserve may not be distributed in the form of cash dividends, or otherwise, during the life of the Company. The appropriation to the legal reserve is affected after approval at the general meeting of shareholders.

No appropriation to the legal reserve is required in respect of the year ended December 31st, 2015.

Handwritten signatures and initials, including a large stylized 'R' and 'S' and the initials 'dml'.

## RB HOLDINGS (LUXEMBOURG) S.à R.L.

Address: 1 rue de la Poudrerie

L - 3364 Leudelange

R.C. Luxembourg B-71.609

## Notes to the Balance Sheet as at December 31st, 2015 - Continued

The accompanying notes are an integral part of these annual accounts

**Note 7. MOVEMENTS FOR THE YEAR ON THE RESERVES AND PROFIT AND LOSS ACCOUNT**

	Legal reserve EUR	Other reserves EUR	Profit / (loss) brought forward EUR	Profit / (loss) for the financial year EUR
As at the beginning of the year	100 466 541	-	7 032 271 060	(21 316)
<b>Movement of the year</b>				
Allocation of the prior year's profit / (loss)	-	-	(21 316)	21 316
Dividend	-	-	-	-
Profit or loss for the year	-	-	-	(44 174)
Other movements	-	-	-	-
<b>As at the end of the year</b>	<b>100 466 541</b>	<b>-</b>	<b>7 032 249 744</b>	<b>(44 174)</b>

**Note 8. OFF BALANCE SHEET COMMITMENTS**

The company does not have any off balance sheet commitments

**Note 9. SUBSEQUENT EVENTS**

There are no significant subsequent events

Handwritten signature and initials, possibly 'A' and 'me'.